

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

Related Docket No. 69

**SUPPLEMENTAL DECLARATION OF
JANE VANLARE IN SUPPORT OF APPLICATIONS
FOR ENTRY OF ORDERS AUTHORIZING EMPLOYMENT AND
RETENTION OF CLEARY GOTTlieb STEEN & HAMILTON LLP
AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION**

I, Jane VanLare, do hereby declare as follows:

1. I am a member of the firm of Cleary Gottlieb Steen & Hamilton LLP (“Cleary Gottlieb” or the “Firm”),² which maintains an office for the practice of law at, among other places, One Liberty Plaza, New York, New York 10006.

2. I am an attorney at law admitted to practice before the courts of the State of New York and the United States District Courts for the Southern and Eastern Districts of New York.

3. I submit this declaration (the “Supplemental Declaration”) in connection with (i) the *Debtors’ Application for an Order Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession* Nunc Pro

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (or equivalent identifier), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); and Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

² Capitalized terms not defined herein shall have the meaning ascribed to the them in the Initial Debtors’ Application.

Tunc to the Petition Date (the “Debtors’ Application”), ECF No. 69 and (ii) the *Declaration of Sean A. O’Neal in Support of the Debtors’ Application for an Order Authorizing Employment and Retention of Cleary Gottlieb Steen & Hamilton LLP as Counsel for the Debtors and Debtors-in-Possession* Nunc Pro Tunc to the Petition Date attached as Exhibit A to the Debtors’ Application (the “Initial Declaration”). This Court approved the Debtors’ Application on February 24, 2023, ECF No. 103. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein.

4. In the Initial Declaration, Cleary Gottlieb represented that it would file supplemental disclosures with this Court as it became aware of any new material relationship with any potential parties-in-interest. Initial Declaration ¶ 3. Through the course of the Chapter 11 Cases, Cleary Gottlieb has identified certain potential parties-in-interest not previously reflected in Exhibit 1 to the Initial Declaration (collectively, the “Additional Parties”). A further list of Additional Parties is attached hereto as Exhibit A (the “Additional Parties List”).

5. Cleary Gottlieb’s records department has run a computerized check of each of those persons or entities included in the Additional Parties List. A list of Additional Parties that are Current Clients is attached hereto as Exhibit B.

6. Cleary Gottlieb has represented, currently represents, or may represent in the future, certain of the persons or entities listed in the Additional Parties List (or their affiliates)³ in matters totally unrelated to the Debtors. For the avoidance of doubt, Cleary Gottlieb going forward will not represent any such persons or entities with respect to the matters involving the Debtors or the Chapter 11 Cases. To the best of my knowledge, none of the

³ Cleary Gottlieb may not directly represent or may not have directly represented certain specific entities listed in Exhibit B. Where an applicable engagement letter requires Cleary Gottlieb to treat corporate affiliates as clients for the purposes of conflicts, Cleary Gottlieb has included such non-client parties-in-interest out of an abundance of caution.

Current Clients set forth in Exhibit B attached hereto represented 1% or more of Cleary Gottlieb's gross revenue from July 2022 to August 2023.

7. To the best of my knowledge and information, after a review of the Additional Parties List and the Firm's records conducted at my direction, Cleary Gottlieb's connections with the Additional Parties, currently and during the past three years, are as follows:

- (a) ***Creditors of the Debtors.*** In matters unrelated to the Chapter 11 Cases, Cleary Gottlieb has represented, and may continue to represent, various creditors of the Debtors (or their affiliates) identified on Exhibit B. Cleary Gottlieb will not represent any of these entities in any matters related to these Chapter 11 Cases.
- (b) ***Other Parties-in-Interest.*** In matters unrelated to the Chapter 11 Cases, Cleary Gottlieb has represented, and may continue to represent, various other parties in interest (or their affiliates) identified on Exhibit B. Cleary Gottlieb does not and will not represent any of these entities in any matters related to these Chapter 11 Cases. In addition, Cleary Gottlieb may currently represent, or may have previously represented, certain of the Debtors' customers or parties who may be affiliated with such customers in matters wholly unrelated to the Debtors and the Chapter 11 Cases. Cleary Gottlieb does not and will not represent such customers or affiliated parties in relation to the Chapter 11 Cases.

9. Cleary Gottlieb has fully informed the Debtors of its ongoing representation of the entities identified in Exhibit B, and the Debtors have agreed both to the Firm's continued representation of these entities in matters unrelated to these proceedings and to the Firm's representation of the Debtors in the Chapter 11 Cases. In the event that Cleary Gottlieb's representation of the Debtors requires that Cleary Gottlieb be adverse to any of the entities identified in Exhibit B or any other then active client of the Firm, the Debtors' retained conflicts counsel, Kim & Kobre LLP will handle such matters unless appropriate waivers are obtained.

* * *

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of
the United States that the foregoing is true and correct.

Executed on October 6, 2023
New York, New York

/s/ Jane VanLare
Jane VanLare

Exhibit A¹

Additional Parties

¹ Certain names listed in this Exhibit A and Exhibit B are redacted pursuant to the Court's *Order Granting the Debtors' and the Official Committee of Unsecured Creditors' Motions for Entry of an Order Requiring the Redaction of Certain Personally Identifiable Information*, ECF No. 694.

Additional Parties in Interest

Claimants

[ON FILE]

Vendors

Anduril Pte. Ltd.

[ON FILE]

Certified Kernel Tech LLC

Charles Schwab Co. Inc.

Circle Internet Financial Inc

Complete Discovery Source Inc

EY Corporate Advisors Pte. Ltd

FGS Global (Us) LLC

Globalization Partners

Grabtaxi Pte Ltd

Gunderson Dettmer

Hype Labs Pte. Ltd

[ON FILE]

Marcum LLP

Mozaik Capital Pte. Ltd.

National Financial Services LLC

Pixiu Services

QCP Capital Pte Ltd

Scott Plowman

Stoneturn Group LLP

Taxing Authorities

Central Provident Fund Board of Singapore

Exhibit B

Current Clients

Cleary Gottlieb represents the following entities (or their affiliates) on matters unrelated to the Debtors or the Chapter 11 Cases. For the avoidance of doubt, going forward, Cleary Gottlieb will not be adverse to any such entities (or their affiliates) in matters involving the Debtors or the Chapter 11 Cases unless authorized to do so by an applicable advance waiver.

Claimants

[ON FILE]

Vendors

Charles Schwab Co. Inc.

FGS Global Inc.

National Financial Services LLC